

Board of Governors of the Federal Reserve System



RSSD ID: 1130780

Parent Company Only Financial Statements for Large Bank Holding Companies—FR Y-9LP

Report at the close of business as of the last calendar day of the quarter

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y [12 CFR 225.5(b)].

This report form is to be filed by the parent company of large bank holding companies. For purposes of this report, large bank holding companies are bank holding companies with total consolidated assets of **\$500** million or more, or bank holding companies that

meet certain criteria, regardless of size. When such bank holding companies are tiered bank holding companies, separate reports are also to be filed by each of the subsidiary bank holding companies. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: The Parent Company Only Financial Statements for Large Bank Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting bank holding company (or by the individual performing this equivalent function).

I, the undersigned CFO (or equivalent) of the named bank holding company, attest that the Parent Company Only Financial Statements for Large Bank Holding Companies for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Date of Report:

September 30, 2009

Month / Date / Year (BHCP 9999)

Printed Name of Chief Financial Officer (or Equivalent) (BHCP C490)

Signature of Chief Financial Officer (or Equivalent)

Date of Signature

FBOP CORPORATION

Legal Title of Bank Holding Company (TEXT 9010)

11 WEST MADISON STREET

(Mailing Address of the Bank Holding Company) Street / P.O. Box (TEXT 9110)

OAK PARK

IL

60302

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

Bank holding companies must maintain in their files a manually signed and attested printout of the data submitted.

Person to whom questions about this report should be directed:

For Federal Reserve Bank Use Only

RSSD ID

C.I.

S.F.

Name / Title (BHPX 8901)

Area Code / Phone Number (BHPX 8902)

FAX Number (BHPX 9116)

E-mail Address of Contact (BHPX 4086)

Name of Bank Holding Company

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RSSD Number

C.I.

S.F.

FR Y-9LP

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1130780

Parent Company Only Financial Statements for Large Bank Holding Companies

Report at the close of business 20090930

Report the Income Statement on a calendar year-to-date basis.

Schedule PI—Parent Company Only Income Statement

Dollar Amounts in Thousands

	BHCP				
1. Operating Income:					
a. Income from bank subsidiaries and associated banks, excluding equity in undistributed income:					
(1) Dividends	0508			0	1.a.(1)
(2) Interest	0512			0	1.a.(2)
(3) Management and service fees	0515			0	1.a.(3)
(4) Other	0518			0	1.a.(4)
(5) Total (sum of items 1.a.(1) through 1.a.(4))	0520			0	1.a.(5)
b. Income from nonbank subsidiaries and associated nonbank companies, excluding equity in undistributed income:					
(1) Dividends	1275			575	1.b.(1)
(2) Interest	1276			0	1.b.(2)
(3) Management and service fees	1277			0	1.b.(3)
(4) Other	1278			0	1.b.(4)
(5) Total (sum of items 1.b.(1) through 1.b.(4))	1279			575	1.b.(5)
c. (This item is to be completed only by bank holding companies that have subsidiary bank holding companies or associated bank holding companies) Income from subsidiary bank holding companies and associated bank holding companies, excluding equity in undistributed income:					
(1) Dividends	0206			0	1.c.(1)
(2) Interest	0207			0	1.c.(2)
(3) Management and service fees	0208			0	1.c.(3)
(4) Other	0209			0	1.c.(4)
(5) Total (sum of items 1.c.(1) through 1.c.(4))	0210			0	1.c.(5)
d. Securities gains/(losses)	4091			3194	1.d.
e. All other operating income	0447			-17315	1.e.
f. Total operating income (sum of items 1.a.(5), 1.b.(5), 1.c.(5), 1.d, and 1.e)	4000			-13546	1.f.
2. Operating expense:					
a. Salaries and employee benefits	4135			12290	2.a.
b. Interest expense	4073			19116	2.b.
c. Provision for loan and lease losses	4230			0	2.c.
d. All other expenses	0522			32485	2.d.
e. Total operating expense (sum of items 2.a through 2.d)	4130			63891	2.e.
3. Income (loss) before taxes and undistributed income (item 1.f minus item 2.e)	4250			-77437	3.
4. Applicable income taxes	4302			-31375	4.
5. Extraordinary items, net of tax effect	4320			0	5.
6. Income (loss) before undistributed income of subsidiaries and associated companies (sum of item 3 and 5 minus item 4)	0496			-46062	6.
7. Equity in undistributed income (losses) of subsidiaries and associated companies:					
a. Bank	3156			-186352	7.a.
b. Nonbank	3147			-2719	7.b.
c. Subsidiary bank holding companies	3513			0	7.c.
8. Net Income (loss) (sum of items 6, 7.a, 7.b, and 7.c)	4340			-235133	8.

Schedule PI—Continued

MEMORANDA

Dollar Amounts in Thousands		BHCP				
1. Noncash items included in operating expense.....		4647			524	M.1.
2. Loan and lease financing receivables charged-off.....		4635			0	M.2.
3. Loan and lease financing receivables recoveries		4605			0	M.3.
4. Interest expense paid to special-purpose subsidiaries that issued trust preferred securities (included in item 2.d above).....		C254			17115	M.4.
Memorandum item 5 is to be completed by bank holding companies that have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option.						
5. Net change in fair values of financial instruments accounted for under a fair value option		F229				M.5.

Instructions must be reviewed as this Schedule requires negative entries for certain reported items.

Schedule PI-A—Cash Flow Statement

Dollar Amounts in Thousands		BHCP				
Part I. Cash Flows from Operating Activities:		bhpa				
1. Net income (loss) (must equal Schedule PI, item 8)	4340			-235133		1.
2. Adjustments to reconcile net income to net cash provided by operating activities:	BHCP					
a. Provision for deferred income taxes	3611			0		2.a.
b. (Gain) or loss on sales of assets	3612			25493		2.b.
c. Equity in undistributed (earnings) losses of subsidiaries	3613			192519		2.c.
d. Equity in extraordinary items of subsidiaries	3614			0		2.d.
e. Net change in other liabilities	3615			-9329		2.e.
f. Net change in other assets	3616			18992		2.f.
g. Other, net	3617			524		2.g.
h. Total adjustments (sum of items 2.a through 2.g)	3618			228199		2.h.
3. Net cash provided (used) by operating activities (sum of Part I, items 1 and 2.h)	3619			-6934		3.
Part II. Cash Flows from Investing Activities:		BHCP				
1. Purchases of held-to-maturity and available-for-sale securities	6552			2		1.
2. Sales and maturities of held-to-maturity and available-for-sale securities	6567			20579		2.
3. Payments for investments in and advances to subsidiaries	6571			2950		3.
4. Sale or repayment of investments in and advances to subsidiaries	6573			3500		4.
5. Outlays for business acquisitions	F737			0		5.
6. Proceeds from business divestitures	F817			0		6.
7. Other, net	6588			-2633		7.
8. Net cash provided (used) by investing activities (sum of Part II, items 2, 4, 6, and 7 minus items 1, 3, and 5)	6589			18494		8.
Part III. Cash Flows from Financing Activities:		BHCP				
1. Net change in purchased funds and other short-term borrowings	F818			-9645		1.
2. Not applicable						
3. Proceeds from advances from subsidiaries	6592			0		3.
4. Repayment of advances from subsidiaries	6596			0		4.
5. Proceeds from issuance of long-term debt	6600			0		5.
6. Repayment of long-term debt	6604			0		6.
7. Proceeds from issuance of common stock	6607			0		7.
8. Payment to repurchase common stock	8518			0		8.
9. Proceeds from issuance of preferred stock	6619			0		9.
10. Payment to repurchase preferred stock	6741			0		10.
11. Dividends paid	6742			4040		11.
12. Other, net	6743			-846		12.
13. Net cash provided (used) by financing activities (sum of Part III, items 1, 3, 5, 7, 9, and 12 minus items 4, 6, 8, 10, and 11)	6744			-14531		13.
Part IV. Cash and Cash Equivalents:		BHCP				
1. Net (decrease) increase in cash and cash equivalents (sum of Part I, item 3, Part II, item 8, and Part III, item 13)	6758			-2971		1.
2. Cash and cash equivalents at beginning of year	6773			5193		2.
3. Cash and cash equivalents, current year-to-date (sum of Part IV, items 1 and 2)	6775			2222		3.

Schedule PC—Parent Company Only Balance Sheet

Dollar Amounts in Thousands		BHCP			
ASSETS					
1. Cash and balances due from depository institutions:					
a. Balances with subsidiary or affiliated depository institutions.....	5993			2203	1.a.
b. Balances with unrelated depository institutions.....	0010			19	1.b.
2. Securities:					
a. U.S. Treasury securities	0400			0	2.a.
b. Securities of U.S. Government agencies and corporations and securities issued by states and political subdivisions	6791			0	2.b.
c. Other debt and equity securities.....	1299			40023	2.c.
3. Securities purchased under agreements to resell	0277			0	3.
4. Loans and lease financing receivables:					
a. Loans:					
(1) To U.S. addressees (domicile)	0362			33678	4.a.(1)
(2) To non-U.S. addressees (domicile)	0363			0	4.a.(2)
b. LESS: Unearned income on loans	2123			0	4.b.
c. Loans, net of unearned income (sum of items 4.a(1) and 4.a(2) minus item 4.b)	0364			33678	4.c.
d. Lease financing receivables, net of unearned income	2165			0	4.d.
e. LESS: Allowance for loan and lease losses	3123			25	4.e.
f. Loans and leases, net of unearned income and allowance for loan and lease losses (sum of items 4.c and 4.d minus item 4.e)	2125			33653	4.f.
5. Investments in and receivables due from subsidiaries and associated companies (from Schedule PC-A, item 4)	0365			1115919	5.
6. Premises and fixed assets (including capitalized leases)	2145			1749	6.
7. Intangible assets (other than reported in item 5 above):					
a. Goodwill.....	3163			1886	7.a.
b. Mortgage servicing assets.....	3164			0	7.b.
c. Other identifiable intangibles.....	3165			0	7.c.
8. Other assets.....	2160			141929	8.
9. Balances due from related institutions, other than investments:					
a. Related banks	3602			0	9.a.
b. Related nonbank companies.....	3603			1814	9.b.
c. Related bank holding companies	3604			0	9.c.
10. TOTAL ASSETS (sum of items 1.a through 3, and 4.f through 9.c above)	2170			1339195	10.

Schedule PC—Continued

Dollar Amounts in Thousands		BHCP			
LIABILITIES AND EQUITY CAPITAL					
11. Deposits	2200			0	11.
12. Securities sold under agreements to repurchase	0279			0	12.
13. Borrowings with a remaining maturity of one year or less:					
a. Commercial paper	2309			0	13.a.
b. Other borrowings	2332			310090	13.b.
14. Other borrowed money with a remaining maturity of more than one year	0368			0	14.
15. Not applicable					
16. Subordinated notes and debentures ¹	4062			94850	16.
17. Other liabilities	2930			124647	17.
18. Balances due to subsidiaries and related institutions:					
a. Subsidiary banks	3605			0	18.a.
b. Nonbank subsidiaries	3606			453868	18.b.
c. Related bank holding companies	3607			0	18.c.
19. Not applicable					
20. Equity Capital:					
a. Perpetual preferred stock (including related surplus)	3283			147000	20.a.
b. Common stock (par value)	3230			26	20.b.
c. Surplus (exclude all surplus related to preferred stock)	3240			427	20.c.
d. Retained earnings	3247			275454	20.d.
e. Accumulated other comprehensive income ²	B530			-67167	20.e.
f. Other equity capital components ³	A130			0	20.f.
g. Not applicable					
h. TOTAL EQUITY CAPITAL (sum of items 20.a through 20.f)	3210			355740	20.h.
21. TOTAL LIABILITIES AND EQUITY CAPITAL (sum of items 11 through 20)	3300			1339195	21.
MEMORANDA					
Memoranda items 1.a and 1.b are to be completed by bank holding companies that have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option.					
1. Financial assets and liabilities measured at fair value:					
a. Total assets	F819				M.1.a.
b. Total liabilities	F820				M.1.b.

- Includes limited-life preferred stock and related surplus.
- Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.
- Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule PC-A—Investments in Subsidiaries and Associated Companies

Dollar Amounts in Thousands		BHCP				
1. a. Equity investments in bank subsidiaries and associated banks:						
(1) Common and preferred stock (net of amount reported in item 1.a(2)).....	3239				1030201	1.a.(1)
(2) Intangible assets:						
(a) Goodwill.....	3238				0	1.a.(2)(a)
(b) Other identifiable intangibles	4485				0	1.a.(2)(b)
b. Nonequity investments in and receivables due from bank subsidiaries and associated banks:						
(1) Loans, advances, notes, bonds, and debentures	0533				0	1.b.(1)
(2) Other receivables.....	0534				0	1.b.(2)
2. a. Equity investments in nonbank subsidiaries and associated nonbank companies:						
(1) Common and preferred stock (net of amount reported in items 2.a(2)).....	1273				85718	2.a.(1)
(2) Intangible assets:						
(a) Goodwill.....	0087				0	2.a.(2)(a)
(b) Other identifiable intangibles	0536				0	2.a.(2)(b)
b. Nonequity investments in and receivables due from nonbank subsidiaries and associated nonbank companies:						
(1) Loans, advances, notes, bonds, and debentures	0537				0	2.b.(1)
(2) Other receivables.....	0538				0	2.b.(2)
3. (This item is to be completed only by bank holding companies that have subsidiary bank holding companies or associated bank holding companies)						
a. Equity investments in subsidiary bank holding companies and associated bank holding companies:						
(1) Common and preferred stock (net of amount reported in Item 3.a(2))	0201				0	3.a.(1)
(2) Intangible assets:						
(a) Goodwill.....	0202				0	3.a.(2)(a)
(b) Other identifiable intangibles	0203				0	3.a.(2)(b)
b. Nonequity investments in and receivables due from subsidiary bank holding companies and associated bank holding companies:						
(1) Loans, advances, notes, bonds, and debentures	0204				0	3.b.(1)
(2) Other receivables.....	0205				0	3.b.(2)
	bhpa					
4. TOTAL (sum of items 1 through 3) (must equal Schedule PC, item 5)	0365				1115919	4.

Notes to the Parent Company Only Financial Statements

Enter in the lines provided below any additional information on specific line items on the financial statements that the bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC).

Also include any transactions which previously would have appeared as footnotes to Schedules PI through PC-B.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A parent bank holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$500 thousand and that amount has increased the parent company's long-term unsecured debt by a material amount. Enter on the line item below the following information:

TEXT	BHCP			
0000 Sch. PC, item 14, New loan to holding company's ESOP guaranteed by bank holding company parent				
	0000			500

Notes to the Financial Statements

	TEXT	Dollar Amount in Thousands	BHCP				
1.	5485						
			5485				0
2.	5486						
			5486				0
3.	5487						
			5487				0
4.	5488						
			5488				0
5.	5489						
			5489				0